

# **EXHIBIT D**

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**UNITED STATES DISTRICT COURT FOR THE  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

IN RE: HYUNDAI SONATA ENGINE  
LITIGATION

Case No. 5:15-cv-1685-BLF

**[PROPOSED] FINAL ORDER AND  
JUDGMENT**

1 Plaintiffs' Motion for Final Approval of Class Settlement and Motion for Attorney Fees,  
 2 Costs, and Service Awards came before the Court for hearing on December 15, 2016, pursuant to  
 3 the Order Granting Preliminary Approval of Class Settlement dated July 8, 2016 ("Preliminary  
 4 Approval Order"). Having considered the parties' Settlement Agreement, the objections to the  
 5 settlement, and all papers filed and proceedings had herein, IT IS HEREBY ORDERED,  
 6 ADJUDGED AND DECREED:

7 1. This Court has subject matter jurisdiction over this action and personal jurisdiction  
 8 over Defendant Hyundai Motor America ("HMA") and Plaintiffs Elizabeth Mendoza and Beth  
 9 Graham.

10 2. Capitalized terms not otherwise defined herein shall have the same meaning as set  
 11 forth in the Settlement Agreement.

12 3. All preliminary findings and conclusions in the Court's preliminary approval order  
 13 are hereby made final. In particular, the Court affirms its findings that the following settlement  
 14 class ("Class") meets the requirements of Rule 23(b)(3) of the Federal Rules of Civil Procedure:

15 All owners and lessees of a Class Vehicle who purchased or leased the Class  
 16 Vehicle in the United States, excluding the territories, or abroad while on active  
 military duty.

17 Excluded from the Class are all claims for death, personal injury, property damage,  
 18 and subrogation. Also excluded from the Class are HMA; any affiliate, parent, or  
 19 subsidiary of HMA; any entity in which HMA has a controlling interest; any  
 officer, director, or employee of HMA; any successor or assign of HMA; any judge  
 20 to whom this Action is assigned, his or her spouse, and all persons within the third  
 degree of relationship to either of them, as well as the spouses of such persons.

21 "Class Vehicles" refer to all 2011, 2012, 2013, and 2014 model year Hyundai  
 22 Sonata vehicles factory equipped with a Theta II 2.0 liter or 2.4 liter gasoline direct  
 injection engine, which were purchased or leased in the United States, excluding  
 the territories, or abroad while a Class member was on active military duty.

23 This Class is certified with respect to the following causes of action:

24 Any claims that are based on (i) the facts alleged in any complaint filed in *In re:*  
 25 *Hyundai Sonata Engine Litigation*, No. 5:15-cv-1685 (N.D. Cal.), inclusive of the  
 26 underlying cases that were consolidated, and all legal claims of whatever type or  
 description arising out of, that may have arisen as a result of, or which could have  
 27 been brought based on, any of the facts, acts, events, transactions, occurrences,  
 courses of conduct, representations, omissions, circumstances or other matters  
 pleaded in complaints filed in *In re: Hyundai Sonata Engine Litigation*, No. 5:15-  
 28 cv-1685 (N.D. Cal.), inclusive of the underlying cases that were consolidated,  
 (ii) oil consumption, oil maintenance, engine repairs or replacement related to oil

1 maintenance for the Class Vehicles, or engine durability related to oil maintenance  
2 for the Class Vehicles, or (iii) marketing or advertising for the oil consumption, oil  
3 maintenance, engine repairs or replacement related to oil maintenance for the Class  
4 Vehicles, or engine durability related to oil maintenance for the Class Vehicles.  
5 Excluding claims for (i) death, (ii) personal injury, (iii) damage to tangible property  
6 other than a Class Vehicle, or (iv) subrogation.

7  
8 4. The Court finds that notice has been disseminated to the Class in compliance with  
9 the Court's Preliminary Approval Order and that the notice given was the best notice practicable  
10 under the circumstances, fully satisfied due process, and met the requirements of Rule 23 of the  
11 Federal Rules of Civil Procedure.

12 5. The Court has carefully considered and overruled any objections to the proposed  
13 settlement that have been filed.

14 6. The Court finds that the Settlement is fair, reasonable, is in the best interests of the  
15 Class, has been entered into in good faith, and should be and hereby is fully and finally approved  
16 pursuant to Federal Rule of Civil Procedure 23.

17 7. The Court finds the attorney fees and costs requested by Class Counsel are fair and  
18 reasonable, given Class Counsel's lodestar of \$882,201, the results achieved through this  
19 litigation, and the contingent nature of the fee. The Court has reviewed the records submitted by  
20 Class Counsel and finds Class Counsel reasonably spent over 1,962 hours representing the class's  
21 interests through this litigation, that Class Counsel's hourly rates are reasonable and in line with  
22 the prevailing rates in the community for complex class action litigation, and that the costs  
23 incurred to prosecute the litigation were reasonable. Accordingly, Class Counsel is hereby  
24 awarded attorney fees and costs in the amount of \$795,000, to be paid by Defendant pursuant to  
25 the terms of the Settlement.

26 8. The Court finally approves the proposed settlement, finding that its terms appear  
27 sufficiently fair, reasonable, and adequate to warrant dissemination of notice of the proposed  
28 settlement to the Class. The Court finds that the settlement contains no obvious deficiencies, falls  
within the range of possible approval, and that the parties entered into the settlement in good faith,  
following arms-length negotiations between their respective counsel with the assistance of a  
neutral mediator.

1           9.       The Court further finds the requested service awards are fair and reasonable, given  
2 the time and effort expended by the class representatives on behalf of the Class. Plaintiff  
3 Mendoza and Plaintiff Graham are hereby awarded \$2,500 each, to be paid by Defendant pursuant  
4 to the terms of the Settlement.

5           10.      The Mutual Release set forth in the Settlement, in Section VI, is incorporated  
6 herein and, as of the Effective Date, is binding and effective on all Class Members who have not  
7 properly excluded themselves from the Class.

8           11.      Attached to this Final Order and Judgment as Exhibit A is a list setting forth the  
9 name of each person who properly excluded themselves from the Class in compliance with the  
10 procedures set forth in the Preliminary Approval Order. The persons so identified shall be neither  
11 entitled to benefits from the Settlement nor bound by this Final Order and Judgment.

12          12.      The Court dismisses with prejudice *In re Hyundai Sonata Engine Litigation*, Case  
13 No. 5:15-cv-1685.

14          13.      All members of the Class who did not make a valid request for exclusion in the  
15 time and manner provided in the Class Notice are barred, permanently enjoined, and restrained  
16 from commencing or prosecuting any action, suit, proceeding, claim or cause of action in any  
17 jurisdiction or court against HMA, Hyundai America Technical Center, Inc. (also doing business  
18 as Hyundai-Kia America Technical Center), Hyundai Motor Company, all affiliates of the  
19 Hyundai Motor Group, or any other Releasee based upon, relating to, or arising out of, any of the  
20 claims covered by the Mutual Release set forth in the Settlement, in Section VI.

21          14.      The Settlement Agreement, acts performed in furtherance of the Settlement or the  
22 settlement set forth therein, and documents executed in furtherance of the Settlement may not be  
23 deemed or used as evidence of an admission or other statement supporting: (a) the validity of any  
24 claim made by the Class Representatives, Class members, or Class Counsel (including the  
25 appropriateness of class certification); (b) any wrongdoing or liability of the Releasees; or (c) any  
26 fault or omission of the Releasees in any court, administrative agency, or other proceeding.

27          15.      The Settlement Agreement shall not be offered or be admissible in evidence against  
28 HMA, Hyundai America Technical Center, Inc. (also doing business as Hyundai-Kia America

1 Technical Center), Hyundai Motor Company, Corporation, all affiliates of the Hyundai Motor  
2 Group, and/or their affiliates or cited or referred to in any action or proceeding, except in an action  
3 or proceeding that is in furtherance of its terms or brought to enforce its terms.

4 16. If this Order is set aside, materially modified, or overturned by this Court or on  
5 appeal, and is not fully reinstated on further appeal, this Order shall be deemed vacated and shall  
6 have no force or effect whatsoever.

7 17. There being no just reason for delay, the Court, in the interests of justice, expressly  
8 directs the Clerk of the Court to enter this Final Order and Judgment, and hereby decrees that,  
9 upon entry, it be deemed a final judgment. Without affecting the finality of this Judgment in any  
10 way, this Court hereby retains continuing jurisdiction over (a) implementation of the Settlement;  
11 (b) further proceedings, if necessary, on applications for attorneys' fees, expenses, and costs in  
12 connection with the action and the settlement; and (c) the Parties and the Class Members for the  
13 purpose of construing, enforcing, and administering the Settlement Agreement and all orders and  
14 judgments entered in connection therewith.

15  
16 Dated: \_\_\_\_\_

\_\_\_\_\_  
BETH LABSON FREEMAN  
United States District Court Judge

**Exhibit A**

- |    |     |                                   |     |
|----|-----|-----------------------------------|-----|
| 1  |     |                                   |     |
| 2  | 1.  | Altemos, Erin B. (MD)             | 44. |
| 3  | 2.  | Alvarez-Braxton, Jamey & Alvarez, | 45. |
|    |     | Lupe (CA)                         | 46. |
| 4  | 3.  | Alvernaz, Eulalia (CA)            | 47. |
|    | 4.  | Amore, Marcie E. (OH)             | 48. |
| 5  | 5.  | Anderson, Alayna Simone (PA)      | 49. |
|    | 6.  | Anderson, Paul M. (FL)            | 50. |
| 6  | 7.  | Andrews, Joshua (TX)              | 51. |
|    | 8.  | Applegate, David R. (FL)          | 52. |
| 7  | 9.  | Aramburo, Abigail (AZ)            | 53. |
|    | 10. | Armstrong, LeRoy E. (FL)          | 54. |
| 8  | 11. | Arsenault, Ronald C. (MA)         | 55. |
|    | 12. | Bacon, John (MD)                  | 56. |
| 9  | 13. | Baer, Regina & Jerry (MO)         | 57. |
| 10 | 14. | Bailey, Constance (AR)            | 58. |
|    | 15. | Ballesteros, Miguel (CA)          | 59. |
| 11 | 16. | Banks, Marquita R. (AL)           | 60. |
|    | 17. | Barganier, Tonya (FL)             | 61. |
| 12 | 18. | Barton, Anne M. (NY)              | 62. |
|    | 19. | Bautista, Victor Chavez & Garcia, | 63. |
| 13 |     | Victor Chavez (CA)                | 64. |
| 14 | 20. | Baxter, Anita (TX)                | 65. |
|    | 21. | Bei, Richard (NY)                 | 66. |
| 15 | 22. | Bei, Tanner (CA)                  | 67. |
|    | 23. | Bell-Wright, Rachelle K. (CA)     | 68. |
| 16 | 24. | Berber, Mariana R. (CA)           | 69. |
|    | 25. | Bertrand, Anthony (LA)            | 70. |
| 17 | 26. | Bettag, Brian (IN)                | 71. |
|    | 27. | Bocchi, Curtis (MN)               | 72. |
| 18 | 28. | Bostick, Christopher (NY)         | 73. |
|    | 29. | Bourne, David (NH)                | 74. |
| 19 | 30. | Brady, Raymond D. (FL)            | 75. |
|    | 31. | Brewster, Howard (GA)             | 76. |
| 20 | 32. | Brooks, Daniel J. (SC)            | 77. |
|    | 33. | Brooks, Darlene (NY)              | 78. |
| 21 | 34. | Brown, Letha Mae (PA)             | 79. |
|    | 35. | Burke, Donald (CA)                | 80. |
| 22 | 36. | Calamas, Mary (AL)                | 81. |
|    | 37. | Callahan, Mary Louise (FL)        | 82. |
| 23 | 38. | Cappa, Beniamino (PA)             | 83. |
|    | 39. | Carter, Timothy (MO)              | 84. |
| 24 | 40. | Carvelli, Tina (NV)               | 85. |
|    | 41. | Casas, Jeannette (CA)             | 86. |
| 25 | 42. | Castaneda, Sara M. (CA)           | 87. |
|    | 43. | Caston, Sandra A. (ME)            |     |
| 26 |     |                                   |     |
| 27 |     |                                   |     |
| 28 |     |                                   |     |

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|----|---------------------------------------|--|
| 1  | 88. Goldman, Philip S. (MA)           | 134. Manriquez, Cristhian (CA)         |
|    | 89. Gomez, Celina (FL)                | 135. Martin, Kathleen & Mervin (CA)    |
| 2  | 90. Gooden, Wadiya (PA)               | 136. Martin, Robert (PA)               |
|    | 91. Gravidahl, Theresa Marie (ND)     | 137. Martinez, Beatrice (TX)           |
| 3  | 92. Grullon, Andres R. & John A. (IL) | 138. Matz, Ina (MI)                    |
|    | 93. Gutierrez, Stephanie (CA)         | 139. Mauldin, Rick (AZ)                |
| 4  | 94. Hammer, Joshua (KY)               | 140. McLean, Natalie (TX)              |
|    | 95. Harris, Victoria E. (VA)          | 141. McSwain, John D. (OH)             |
| 5  | 96. Herzog, William F (TX)            | 142. Michalski, Casmir (PA)            |
|    | 97. Hill, Kathleen (FL)               | 143. Mihan, Herbert & Viktoria (GA)    |
| 6  | 98. Hinds, Lonnie (CA)                | 144. Milner, Charles & Patricia (TX)   |
|    | 99. Holden, Robert G. (NC)            | 145. Mingus, Keith M (IN)              |
| 7  | 100. Hooks, Ralph L. (AL)             | 146. Mirchandani, Madura (NJ)          |
|    | 101. Howard, Alfred, Gwen (IL)        | 147. Mitchell, Harry A. (PA)           |
| 8  | 102. Howard, Jerry Allen (VA)         | 148. Mitchell, Rita Y. (OH)            |
|    | 103. Hyland, Jerry (TX)               | 149. Morris, Mary (CA)                 |
| 9  | 104. Jain, Arun (CA)                  | 150. Mosely, Clara Joyce (GA)          |
|    | 105. Jalil, Fouad (NY)                | 151. Mund, Carly (CA)                  |
| 10 | 106. Jang, Keun Young & Colleen (CA)  | 152. Nevarez, Rogelio & Socorro, Maria |
|    | 107. Jinks, Ruby R. (AL)              | (IL)                                   |
| 11 | 108. Johnson, Dorlita (NC)            | 153. Nguyen, Nelson (CA)               |
|    | 109. Jones, Agnes (AL)                | 154. Nolan, Kevin (CT)                 |
| 12 | 110. Jones, Natasha Vivian (PA)       | 155. Nwaba, Devon (MD)                 |
|    | 111. Jordan, Rickey & Sandra (LA)     | 156. Only, Robert J. (NJ)              |
| 13 | 112. Jun, Julie (CA)                  | 157. Orraj, Curtis F. (AZ)             |
|    | 113. Jung, Tai Suk (CA)               | 158. Paraskeva, Dean (CA)              |
| 14 | 114. Karkhanehchin, Shohreh (Fateme)  | 159. Parham, Karen G. (GA)             |
|    | (CA)                                  | 160. Parker, Mallory Jean (FL)         |
| 15 | 115. Kass, Zita D. (CA)               | 161. Patterson, Barbara C. (TX)        |
|    | 116. Kim, Justin (CA)                 | 162. Patterson, Marita A (IL)          |
| 16 | 117. Kim, Yongmin (CA)                | 163. Pearson, Craig (VA)               |
|    | 118. King, Lauryn (CA)                | 164. Pena, Ronald (CA)                 |
| 17 | 119. Kinsella, Michael K. (SC)        | 165. Pendergraft, James Curtis (CA)    |
|    | 120. Komada, Stephen P. (NJ)          | 166. Pepper, Michael (CA)              |
| 18 | 121. Krause, Kay (PA)                 | 167. Perreault, Kim Eva (AZ)           |
|    | 122. Kroontje, Dayleen & Marilyn (WA) | 168. Perry, Ronald (VA)                |
| 19 | 123. Kropfeld, Lise T. (SC)           | 169. Perry, Steven & Tammy (CA)        |
|    | 124. Landcaster, Hugh A. (FL)         | 170. Pierce, Susan Smith (FL)          |
| 20 | 125. Lee, JungYoo (CA)                | 171. Pigney, James & Michele (FL)      |
|    | 126. Leffler, Ambre Dawn (AZ)         | 172. Pittenger, Joseph Mestayer (LA)   |
| 21 | 127. Lengel, David J. (PA)            | 173. Pollard III, James S. (FL)        |
|    | 128. Linebrink, Richard J. (TX)       | 174. Prange, Betty (FL)                |
| 22 | 129. Logrono, Miguel (NY)             | 175. Presayzen, Yakov (MA)             |
|    | 130. Lorenzo, Peter John (NY)         | 176. Pride, Samantha (GA)              |
| 23 | 131. Lynn, Christopher T. (PA)        | 177. Prizzi, Ciro & Carol (NY)         |
|    | 132. Lyons, Jacqueline W. (NY)        | 178. Ptasinski, Janine (IL)            |
| 24 | 133. Malone, Odis (TX)                | 179. Quick, Kay L. (CA)                |



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|----|------|--------------------------------------|------|-----------------------------------|
| 1  | 180. | Ramirez, Jennifer (CA)               | 223. | Uhl, Lothar J. (FL)               |
|    | 181. | Ratliff, Sr., David & Ann (WI)       | 224. | Undesser, Gary (MN)               |
| 2  | 182. | Reeves, Edward J. (KS)               | 225. | Veguez, Rosa (FL)                 |
| 3  | 183. | Robinson, Joshua Daniel (AR)         | 226. | Ward, Jerome D. (NY)              |
|    | 184. | Roby, Deborah (FL)                   | 227. | Webster, William (CA)             |
| 4  | 185. | Rocchio, Lauren (PA)                 | 228. | Wedeking, Dixie G. (SC)           |
|    | 186. | Roles, Walter M. (WI)                | 229. | Weisenstein, Larry (NJ)           |
| 5  | 187. | Roskelly, Robert & Deborah (CA)      | 230. | Wessel, Sandra M. (OH)            |
|    | 188. | Russell, David A. (FL)               | 231. | West, Marilyn (CA)                |
| 6  | 189. | Russell, Donovan William (NY)        | 232. | White, Bryan & Patricia (CA)      |
| 7  | 190. | Rutledge, Angelina D. (CA)           | 233. | White, Ryan L. (KS)               |
|    | 191. | Sample, Larry R. & Jeanne (MO)       | 234. | Whitson, Paul (FL)                |
| 8  | 192. | Sanchez, Antonio (CA)                | 235. | Wilson, Eileen A. (FL)            |
|    | 192. | Sanchez, Armando (TX)                | 236. | Wilson, Eunice (CA)               |
| 9  | 193. | Sappington III, Samuel V. & Nancy    | 237. | Wilson, Jonathan Earl (NC)        |
| 10 |      | L. (CA)                              | 238. | Wilson, Leslie G. (FL)            |
|    | 194. | Scalera, Vincent (NY)                | 239. | Wilson, Lynnessa (FL)             |
| 11 | 195. | Schlesinger, Lawrence C. & Violet C. | 240. | Wood, Tara Lynn (MS)              |
|    |      | (CA)                                 | 241. | Wynn, Christina (NY)              |
| 12 | 196. | Schneider+Nelson Inc. (NJ)           | 242. | Yancoskie, Anthony (PA)           |
|    | 197. | Scivoletto, Frank (NJ)               | 243. | Zarfaty, Myra (FL)                |
| 13 | 198. | Sessoms (AKA Brower), Francene E.    | 244. | Zettler, Norman R. & Joan M. (WI) |
| 14 |      | (DE)                                 | 245. | Ziegler, Ted & Susan (KY)         |
|    | 199. | Shaheen, Phillip (GA)                | 246. | Zientak Jr., Henry J. (NJ)        |
| 15 | 200. | Shaw, Greg (AR)                      | 247. | Zimmerman, Jamie & Chris (NV)     |
|    | 201. | Sherry, Louis & Suk H. (AZ)          |      |                                   |
| 16 | 202. | Shulke, Peggy A. (IL)                |      |                                   |
| 17 | 203. | Sing, Toi L. (IL)                    |      |                                   |
|    | 204. | Smith, Alfreda M. (OH)               |      |                                   |
| 18 | 205. | Smith, Devidian (IL)                 |      |                                   |
|    | 206. | Smith, James & Roberta (OH)          |      |                                   |
| 19 | 207. | Sosey, Marilyn (FL)                  |      |                                   |
| 20 | 208. | Stanley, James & Stella (VA)         |      |                                   |
|    | 209. | Stansburry, Travis (CA)              |      |                                   |
| 21 | 210. | Staveley, Donald D. (CA)             |      |                                   |
|    | 211. | Stefancik, Andrew (NC)               |      |                                   |
| 22 | 212. | Straub, David & Nicole (CA)          |      |                                   |
|    | 213. | Stroman, Clara M. (NY)               |      |                                   |
| 23 | 214. | Sturm, Diane (NE)                    |      |                                   |
| 24 | 215. | Sutton, Jeffrey (CA)                 |      |                                   |
|    | 216. | Syms, Mark Jerome (MI)               |      |                                   |
| 25 | 217. | Tabuyo, Rick J (HI)                  |      |                                   |
|    | 218. | Tobin, Maya Rose (NC)                |      |                                   |
| 26 | 219. | Todd, Stephen & Bonnie (PA)          |      |                                   |
|    | 220. | Tripp, Noel P. (NY)                  |      |                                   |
| 27 | 221. | Troesch, John B. (IL)                |      |                                   |
| 28 | 222. | Tumblety, Susan (NJ)                 |      |                                   |